

Hearing Date: TBD
Objection Deadline: TBD

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*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

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In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
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**CONSOLIDATED SUMMARY SHEET FOR THIRD INTERIM AND FINAL FEE
APPLICATION OF WILMER CUTLER PICKERING HALE AND DORR LLP, AS SPECIAL
COUNSEL FOR CERTAIN REGULATORY MATTERS TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.
FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT
OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
FROM DECEMBER 12, 2012 THROUGH DECEMBER 17, 2013**

Name of Applicant:	<u>Wilmer Cutler Pickering Hale and Dorr LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 25, 2013 (<i>nunc pro tunc</i> to Dec. 12, 2012)</u>
Final Fee Application - Period for which compensation and reimbursement is sought:	<u>December 12, 2012 through December 17, 2013</u>
Final Fee Application - Amount of Compensation sought as actual, reasonable and necessary:	<u>\$831,751.50¹</u>
Final Fee Application - Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$3,713.58²</u>
TOTAL Amount of Compensation and Expenses sought as actual, reasonable and necessary:	<u>\$835,465.08</u>

¹ This amount reflects (i) a reduction in the amount of \$42,037.50 in connection with WilmerHale's First Interim Fee Application, and (ii) a reduction in the amount of \$5,984.00 in connection with WilmerHale's Second Interim Fee Application, and (iii) a voluntary reduction in fees in the amount of \$634.00 prior to filing this Application. WilmerHale also voluntarily reduced its fees in an amount totaling \$67,692.50 prior to serving its First through Twelfth Monthly Fee Statements.

² This amount reflects a voluntary reduction in expenses in the amount of \$375.95 prior to filing this Application.

TOTAL Amount Paid to WilmerHale As of Date of Filing
Final Fee Application:

\$740,347.83

TOTAL Unpaid Balance Sought Herein. (The Total
Unpaid Balance is calculated as of March 3, 2014, and
includes the monthly holdbacks on account of
WilmerHale's monthly fee statements for the Application
Period.

\$95,117.25

This is an: ____ interim X final application.

COMPENSATION BY PROFESSIONAL PERSON³

**WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – DECEMBER 31, 2012)**

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>2012 Rate</u>	<u>Amount</u>
Perlstein, William	Transactional	1974	Partner	7.90	1,050.00	8,295.00
Harris Gutierrez, Franca	Regulatory	1995	Partner	2.70	800.00	2,160.00
Ewart, Lisa	Transactional	2006	Counsel	32.30	750.00	24,225.00
Blayney, Michael	Regulatory	1997	Counsel	1.50	700.00	1,050.00
Newell, Jeremy	Regulatory	2006	Counsel	0.70	675.00	472.50
Hume, Lauren	Transactional	2013	Associate	20.40	435.00	8,874.00
Thompson, Yolande	Transactional	N/A	Paralegal	7.70	335.00	2,579.50
Luongo, Louise A.	Transactional	N/A	Paralegal	18.80	325.00	6,110.00
Total Legal Services				92.00		\$53,766.00

Blended Hourly Rate for Professionals: \$688.19

Blended Hourly Rate for Professionals and Paraprofessionals: \$584.41

³ On January 1, 2013, WilmerHale adjusted the rates charged to clients for work performed by certain professionals and paraprofessionals in amounts commensurate with these professionals' and paraprofessionals' enhanced skills and experience. The Bankruptcy Court's January 25, 2013 Order approved WilmerHale's 2013 rates. Accordingly, WilmerHale used the 2012 rates for work performed in 2012 and the approved 2013 rates for work performed in 2013. Separate charts are provided here for 2012 and 2013, setting forth WilmerHale's professional compensation incurred during each year. The amount of "Total Legal Services" reflected in these charts includes all fees requested after voluntary pre-filing reductions, but do not reflect reductions made in connection with the First and Second Interim Fee Applications. The total amount requested in this Application does reflect all such reductions.

COMPENSATION BY PROFESSIONAL PERSON

**WILMER CUTLER PICKERING HALE AND DORR LLP
(JANUARY 1, 2013 – DECEMBER 17, 2013)**

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>Rate(\$)</u>	<u>Amount (\$)</u>
Perlstein, William	Transactional	1974	Partner	410.00	1,115.00	457,150.00
Gorelick, Jamie	Litigation	1975	Partner	1.30	1,200.00	1,560.00
Strickland, Thomas	Litigation	1979	Partner	3.00	1,040.00	3,120.00
Mogilnicki, Eric	Regulatory	1986	Partner	20.40	800.00	16,320.00
Harris Gutierrez, Franca	Regulatory	1995	Partner	64.50	875.00	56,437.50
Blayney, Michael	Regulatory	1997	Counsel	94.40	735.00	69,384.00
Cross, Meredith	Securities	1998	Partner	2.20	1,200.00	2,640.00
Chaudoin, Daniel	Securities	1998	Partner	1.00	790.00	790.00
Zepralka, Jennifer	Securities	2004	Partner	3.90	750.00	2,925.00
Ravenscroft, Gianna	Regulatory	2004	Counsel	1.00	730.00	730.00
Jack, Lisa	Transactional	2004	Counsel	1.00	720.00	720.00
Ewart, Lisa	Transactional	2006	Counsel	77.00	805.00	61,985.00
Newell, Jeremy	Regulatory	2006	Counsel	54.40	720.00	39,168.00
Loveland, Benjamin	Transactional	2007	Sr. Associate	26.70	685.00	18,289.50
McKernan, Jonathan	Regulatory	2008	Sr. Associate	25.20	685.00	17,262.00
Hardin, Bradford	Litigation	2008	Sr. Associate	0.70	645.00	451.50
Casto, Daniel	Regulatory	2010	Sr. Associate	22.80	605.00	13,794.00
Golden, Andrew	Regulatory	2010	Associate	2.00	550.00	1,100.00
Jennings, Casey	Regulatory	2010	Associate	0.30	550.00	165.00
Hume, Lauren	Transactional	2013	Associate	80.10	455.00	36,445.50
Altman, Jordana	Securities	2008	Staff Attorney	8.10	395.00	3,199.50
Zoz, Edgar	Regulatory	N/A	Legislative Specialist	10.80	345.00	3,726.00
Llewellyn, Teresa	Research	N/A	Research/ Library	1.50	375.00	562.50

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>Rate(\$)</u>	<u>Amount (\$)</u>
Thompson, Yolande	Transactional	N/A	Paralegal	13.90	350.00	\$4,865.00
Luongo, Louise A.	Transactional	N/A	Paralegal	40.40	340.00	13,736.00
Scherer, Brendan	Litigation	N/A	Project Assist.	0.50	230.00	115.00
Total Legal Services				967.10		\$826,641.00

Blended Hourly Rate for Professionals: \$854.76

Blended Hourly Rate for Professionals and Paraprofessionals: \$851.03

COMPENSATION BY PROFESSIONAL PERSON⁴

WILMER CUTLER PICKERING HALE AND DORR LLP
(SEPTEMBER 1, 2013 – DECEMBER 17, 2013)

THIRD INTERIM PERIOD

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>Rate(\$)</u>	<u>Amount (\$)</u>
Perlstein, William	Transactional	1974	Partner	94.80	1,115.00	105,702.00
Blayney, Michael	Regulatory	1997	Counsel	1.40	735.00	1,029.00
Loveland, Benjamin	Transactional	2007	Sr. Associate	24.90	685.00	17,056.50
Thompson, Yolande	Transactional	N/A	Paralegal	12.20	350.00	4,270.00
Luongo, Louise A.	Transactional	N/A	Paralegal	2.10	340.00	714.00
Scherer, Brendan	Litigation	N/A	Project Assist.	0.50	230.00	115.00
Total Legal Services				135.90		128,886.50
Less Voluntary Reductions						634.00
TOTAL:						\$128,252.50

Blended Hourly Rate for Professionals: \$1,022.19

Blended Hourly Rate for Professionals and Paraprofessionals: \$180.51

⁴ The previous chart for the period January 1, 2013 – December 17, 2013 includes the amounts for the third interim fee period. Nonetheless, a separate chart is provided for work performed during the third interim fee period for ease of reference. WilmerHale's fees and expenses for work performed during the first and second interim fee periods have been approved by the Court with reductions totaling \$48,021.50.

Monthly Fee Statements

Time Period	Fees Requested⁵	Expenses Requested	Fees Paid	Expenses Paid
12/12/12 – 1/31/13	\$231,050.50	\$897.00	\$190,651.72	\$897.00
2/1/13 – 2/28/13	\$106,441.00	\$376.05	\$87,805.79	\$376.05
3/1/13 – 3/31/13	\$97,461.50	\$928.69	\$80,369.53	\$928.69
4/1/13 – 4/30/13	\$69,717.50	\$29.59	\$57,542.66	\$29.59
5/1/13 – 5/31/13	\$123,480.50	\$283.60	\$118,083.80	\$283.60
6/1/13 – 6/30/13	\$65,639.50	\$27.59	\$52,511.60	\$27.59
7/1/13 – 7/31/13	\$26,150.50	\$221.63	\$20,920.40	\$221.63
8/1/13 – 8/31/13	\$31,579.50	\$298.71	\$25,263.60	\$298.71
9/1/13 – 9/30/13	\$32,782.00	\$735.60	\$26,225.60	\$735.60
10/1/13 – 10/31/13	\$47,427.50	\$226.11	\$37,942.00	\$226.11
11/1/13 – 11/30/13	\$33,851.00	\$55.28	\$27,080.80	\$55.28
12/1/13 – 12/31/13	\$14,826.00	\$9.68	\$11,860.80	\$9.68
TOTAL:	\$880,407.00	\$4,089.53	\$736,258.30	\$4,089.53

Interim Fee Applications

Application	Period Covered by Application	Fees Requested	Fees Allowed	Expenses Requested	Expenses Allowed
First Interim, Docket No. 4537	12/12/12 – 4/30/13	\$504,670.50	\$462,633.00	\$2,231.33	\$2,231.33
Second Interim, Docket No. 5859	5/1/13 – 8/31/13	\$246,850.00	\$240,866.00	\$831.53	\$831.53
TOTAL:		\$751,520.50	\$703,499.00	\$3,062.86	\$3,062.86

⁵ The amounts in the “Fees Requested” and “Expenses Requested” columns consist of the total fees and expenses requested after voluntary pre-filing reductions, but before application of reductions made in connection with the First and Second Interim Fee Applications and prior to the filing of this Application.

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*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

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In re:	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**THIRD INTERIM AND FINAL FEE APPLICATION OF WILMER CUTLER
PICKERING HALE AND DORR LLP, AS SPECIAL COUNSEL FOR CERTAIN
REGULATORY MATTERS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL. FOR INTERIM
ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING THE PERIOD FROM
DECEMBER 12, 2012 THROUGH DECEMBER 17, 2013**

Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) of Residential Capital, LLC, *et al.* and certain of its subsidiaries and affiliates (collectively, the “Debtors”), hereby submits this Third Interim and Final Fee Application (the “Application”) for the period from December 12, 2012 through December 17, 2013 (the “Application Period”) pursuant to 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases effective as of February 5, 2013, together

with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”) for final allowance of compensation for professional services rendered on behalf of the Committee and for reimbursement of expenses incurred in connection therewith and respectfully represents:

In this Application, WilmerHale requests:

1. allowance in the aggregate amount of **\$128,252.50** for professional services rendered by WilmerHale during the period from September 1, 2013 through December 17, 2013 (the “Third Interim Fee Period”);
2. reimbursement of actual and necessary expenses in the aggregate amount of **\$1,026.67** incurred by WilmerHale during the Third Interim Fee Period;
3. final allowance and approval of compensation in the amount of **\$831,751.50** for professional services rendered by WilmerHale and reimbursement of **\$3,713.58** of WilmerHale’s actual and necessary expenses incurred during the Application Period (which includes the Third Interim Fee Period);
4. payment of all unpaid amounts, including those withheld in accordance with previous orders of the Court, for compensation for professional services rendered by WilmerHale during the Application Period and expenses incurred in connection therewith.

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures, Local Bankruptcy Rule 2016-1 and the UST Guidelines.

II. BACKGROUND

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On the Petition Date, the Debtors

also jointly filed motions or applications seeking certain “first day” orders, including an order to have these cases jointly administered.

3. On May 16, 2012, the Office of the United States Trustee appointed the Committee [Docket No. 102], which consists of the following nine members: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Company. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its bankruptcy counsel.

4. By Order dated November 16, 2012, the Court approved the Committee’s retention of Kramer Levin as its bankruptcy counsel *nunc pro tunc* to May 16, 2012 [Docket No. 777].

Retention of WilmerHale

5. At a meeting of the Committee held on December 12, 2012, the Committee voted to retain WilmerHale as its special counsel for certain regulatory matters.

6. On January 7, 2013, the Committee filed its Notice of Presentment of Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Wilmer Cutler Pickering Hale and Dorr LLP as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors Effective as of December 12, 2012 [Docket No. 2571].

7. On January 25, 2013, the Court approved WilmerHale’s retention as special counsel *nunc pro tunc* to December 12, 2012 (the “Retention Order”) [Docket No. 2716]. Pursuant to the Retention Order, WilmerHale is authorized to be compensated on an hourly basis

for professional services rendered to the Committee and reimbursed for actual and necessary expenses incurred by WilmerHale in connection therewith.

8. Since December 12, 2012, and during the Application Period, WilmerHale has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by WilmerHale personnel from several legal disciplines, on an as-needed basis.

9. As special counsel for certain regulatory matters, WilmerHale played an active and integral role in the Debtors' chapter 11 cases. Among other things, WilmerHale:

- Advised the Committee on regulatory issues relating to (1) the DOJ/AG mortgage settlement, including Servicemembers' Civil Relief Act issues and related reviews; (2) the formation of the liquidating trust, including treatment under securities laws, regulatory issues, mortgage licensing requirements, and bank holding act restrictions; (3) the Federal Reserve Board settlement; (4) the Plan settlement negotiations, including negotiations with various governmental entities; and (5) regulatory issues relating to the Plan and the Liquidating Trust Agreement.
- Participated in discussions with representatives of governmental and regulatory agencies in connection with the restructuring of the independent foreclosure review, negotiating the Federal Reserve Board's claim.

10. WilmerHale respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

III. SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED

11. Pursuant to the Interim Compensation Order, during the Application Period, WilmerHale sent to the Debtors and the appropriate notice parties its: (i) First Monthly Fee Statement, dated March 5, 2013, for Compensation and for Reimbursement of Expenses for

Services Rendered during the Period December 12, 2012 through January 31, 2013 in the amounts of \$231,050.50 for fees and \$897.00 for expenses; (ii) Second Monthly Fee Statement, dated April 4, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period February 1, 2013 through February 28, 2013 in the amounts of \$106,441.00 for fees and \$376.05 for expenses; (iii) the Third Monthly Fee Statement, dated May 1, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2013 through March 31, 2013 in the amounts of \$97,461.50 for fees and \$928.69 for expenses; and (iv) the Fourth Monthly Fee Statement, dated May 29, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period April 1, 2013 through April 30, 2013 in the amounts of \$69,717.50 for fees and \$29.59 for expenses; (v) Fifth Monthly Fee Statement, dated July 1, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period May 1, 2013 through May 31, 2013 in the amounts of \$123,480.50 for fees and \$283.60 for expenses; (vi) Sixth Monthly Fee Statement, dated July 26, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period June 1, 2013 through June 30, 2013 in the amounts of \$65,639.50 for fees and \$27.59 for expenses; (vii) the Seventh Monthly Fee Statement, dated August 28, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period July 1, 2013 through July 31, 2013 in the amounts of \$26,150.50 for fees and \$221.63 for expenses; (viii) the Eighth Monthly Fee Statement, dated September 25, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period August 1, 2013 through August 31, 2013 in the amounts of \$31,579.50 for fees and \$298.71 for expenses; (ix) the Ninth Monthly Fee Statement, dated October, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period September 1, 2013 through

September 30, 2013 in the amounts of \$32,782.00 for fees and \$735.60 for expenses; (x) the Tenth Monthly Fee Statement, dated November 26, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period October 1, 2013 through October 31, 2013 in the amounts of \$47,427.50 for fees and \$226.11 for expenses; (xi) the Eleventh Monthly Fee Statement, dated December 27, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period November 1, 2013 through November 30, 2013 in the amounts of \$33,851.00 for fees and \$55.28 for expenses; and (xii) the Twelfth Monthly Fee Statement, dated January 21, 2014 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period December 1, 2013 through December 31, 2013 in the amounts of \$14,826.00 for fees and \$9.68 for expenses.

12. With respect to the Third Interim Fee Period, WilmerHale seeks allowance of compensation for professional services rendered to the Debtors in the amount of **\$128,252.50** and reimbursement of actual, necessary and reasonable out-of-pocket expenses in the amount of **\$1,026.67**. During the Third Interim Fee Period, WilmerHale's professionals and paraprofessionals expended a total of **135.90** hours for which compensation is requested.

13. Pursuant to the Interim Compensation Order and the Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Resident Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 6065] (the "Confirmation Order"), WilmerHale seeks allowance and final approval of compensation for professional services in the amount of **\$831,751.50** and reimbursement of actual, necessary and reasonable out-of-pocket expenses in the amount of **\$3,713.58** incurred during the Application Period (the "Application Amount"). The Application Amount includes **\$95,117.25** (the "Unpaid Balance"), which represents the total of (i) **\$46,263.30** "held back" by the Debtors pursuant to the Order Granting Applications for

Allowance of Interim Compensation and Reimbursement of Expenses dated September 25, 2013 [Docket No. 5205] (the “First Fee Order”), (ii) **\$24,086.60** “held back” by the Debtors pursuant to the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses dated December 26, 2013 [Docket No. 6193] (the “Second Fee Order”), and (iii) **\$25,777.30** “held back” by the Debtors with respect to WilmerHale’s Ninth, Tenth, Eleventh, and Twelfth Monthly Fee Statements, minus (iv) **\$634.00** in fee reductions taken in connection with this Application, and (v) **\$375.95** in expense reductions taken in connection with this Application. During the Application Period, WilmerHale’s professionals and paraprofessionals expended a total of **1,059.10** hours.

14. In the exercise of its billing judgment, prior to submitting its First through Twelfth Monthly Fee Statements, WilmerHale took voluntary reductions of fees and expenses in the amount of **\$67,692.50**, as follows:

<u>Fee Statement</u>	<u>Amount Voluntary Reduced</u>
First Monthly Fee Statement	\$14,523.00
Second Monthly Fee Statement	\$11,213.00
Third Monthly Fee Statement	\$10,127.50
Fourth Monthly Fee Statement	\$5,271.00
Fifth Monthly Fee Statement	\$4,431.00
Sixth Monthly Fee Statement	\$2,465.50
Seventh Monthly Fee Statement	\$4,795.00
Eighth Monthly Fee Statement	\$1,437.00
Ninth Monthly Fee Statement	\$410.00
Tenth Monthly Fee Statement	\$1,854.00
Eleventh Monthly Fee Statement	\$2,675.50

Twelfth Monthly Fee Statement	\$8,490.00
TOTAL:	\$67,692.50

15. These voluntary pre-filing reductions are in addition to reductions in the amount of **\$48,021.50** made in connection with the approval of WilmerHale's First and Second Interim Fee Applications, as follows:

	<u>Amount Requested</u>	<u>Amount Allowed</u>	<u>Amount of Reduction</u>
First Interim Fee App	\$504,670.50	\$462,633.00	\$42,037.50
Second Interim Fee App	\$246,850.00	\$240,866.00	\$5,984.00
TOTAL:			\$48,021.50

16. The reduction of **\$42,037.50** in connection with WilmerHale's First Interim Fee Application was ordered by the Court and reduced the amount of fees allowed in the fee statement/employment application category. The reduction of **\$5,984.00** in connection with WilmerHale's Second Interim Fee Application was made pursuant to an agreement between WilmerHale and the Office of the United States Trustee to resolve the US Trustee's objection to certain of WilmerHale's fees during the second interim fee period.

17. In addition, as a result of its review of the fees and expenses comprising this Application, WilmerHale voluntarily reduced its fees by **\$634.00** for time spent after the effective date of the Plan and its expenses by **\$375.95** incurred for business travel. All reductions are reflected in the amounts being sought pursuant to this Application.

18. In accordance with the Interim Compensation Order, the First Fee Order, and the Second Fee Order, as of the date of this Application, WilmerHale has received payments totaling **\$740,347.83** with respect to its fees and expenses for the Application Period.

19. During the Application Period, other than pursuant to the Interim Compensation Order, the First Fee Order, and the Second Fee Order, WilmerHale has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between WilmerHale and any other person (other than with members of WilmerHale) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

IV. COMPLIANCE WITH LOCAL GUIDELINES

20. Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

21. WilmerHale maintains computerized records of the time spent by all WilmerHale attorneys and paraprofessionals in connection with the Debtors' chapter 11 cases. Pursuant to the UST Guidelines, cover sheets are appended hereto, containing (i) the total compensation and expenses requested, any amounts previously requested and the amounts allowed, amounts of previous payments and the amount of any allowed fees and expenses remaining unpaid; (ii) the name and applicable billing rate for each person who billed time during the Application Period, and the date of bar admission for each attorney; (iii) the total number of hours billed and total amount of billing for each person who billed time during the Application Period; and (iv) the computation of the blended hourly rate for persons who billed time during the Application Period, excluding paralegal or paraprofessional time. Additionally, annexed hereto as Exhibit B is a summary of the expenses incurred by WilmerHale during the Application Period, and annexed hereto as Exhibit C is a summary of the number of hours and amounts billed by WilmerHale during the Application Period, organized by project category representing **965.50** hours of professional services and **93.60** hours of paraprofessional services.

22. In accordance with the UST Guidelines, WilmerHale makes the following representations¹:

(a) The Committee has been given an opportunity to review this Application and has approved the amount requested herein.

(b) The Plan and related Disclosure Statement have been filed and approved. On August 23, 2013, this Court entered an Order (I) Approving the Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Vote to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief [Docket No. 4809]. On December 11, 2013, this Court entered the Confirmation Order. The Plan became effective on December 17, 2013 [Docket No. 6137].

(c) To the best of WilmerHale's knowledge, all quarterly fees have been paid to the United States Trustee and all monthly operating reports have been filed.

V. SUMMARY OF SERVICES RENDERED

23. During the Application Period, WilmerHale rendered professional services to the Committee in connection with certain regulatory matters. Below is a summary, by project category, of the most significant professional services rendered by WilmerHale during the Third Interim Fee Period.² The summaries, by project category, of services rendered by WilmerHale during the first and second interim fee periods are contained in WilmerHale's First and Second

¹ The information discussed in UST Guidelines § II(B)(3) is located in the Monthly Operating Reports filed by the Debtors, the most recent of which was filed by the Debtors on January 16, 2014, 2013 [Docket No. 6294].

² Based on feedback received from the Office of the United States Trustee in connection with WilmerHale's Second Interim Fee Application, WilmerHale agreed to recategorize certain time entries in future fee applications. Accordingly, the summaries by project category in this Application reflect these recategorizations. The copies of WilmerHale's Ninth and Tenth Monthly Fee Statements contained in Exhibit D hereto have been annotated to reflect the modified categorization. WilmerHale's Eleventh and Twelfth Monthly Fee Statements were prepared after WilmerHale's discussions with the US Trustee's Office and thus already incorporate these recategorizations.

Interim Fee Applications and are incorporated by reference herein. The summaries of services rendered are not intended to be detailed descriptions of the work performed. Rather, they merely an attempt to highlight certain of those areas in which services were rendered to the Committee. More detailed description of the services performed during the Application Period can be found in WilmerHale's monthly fee statements for the Third Interim Fee Period, which are attached hereto as Exhibit D, and in WilmerHale's monthly fee statements for the first and second interim fee periods.³

(i) **Meetings of and Communications with Creditors (B150)**

Total Hours: 26.80
Total Fees: \$29,882.00

- WilmerHale participated in meetings and telephone conferences with the Committee covering an array of issues, including issues relating to confirmation of the Plan; liquidating trust issues; JSN related issues; DOJ/AG agreement obligations and release issues; exculpation issues; and post-confirmation issues.

(ii) **Fee/Employment Applications (B160)**

Total Hours: 20.90
Total Fees: \$9,484.50

- WilmerHale prepared, served and filed monthly fee statements and interim fee applications in accordance with the Interim Compensation Order.

(iii) **Plan and Disclosure Statement (including Business Plan) (B320)**

Total Hours: 62.00
Total Fees: \$69,130.00

- WilmerHale reviewed, commented on, and conferred with the Committee and Kramer Levin regarding financial projections and

³ Parties in interest required to be served with monthly fee statements pursuant to the Interim Compensation Order have previously been served with such records. Copies of these records will be made available to other parties in interest upon request. In addition, at the request of the ResCap Liquidating Trust, WilmerHale has provided complete, unredacted copies in Excel format of all invoices to Professor Nancy B. Rapoport for her use in reviewing WilmerHale's fees and expenses.

other issues related to confirmation of the Plan; the Liquidating Trust Agreement; DOJ/AG agreement; DOJ release and related issues; FIRREA claim issues; Servicemembers' Civil Relief Act issues; and governmental claims.

(iv) **Court Hearings (C100)**

Total Hours: 1.50

Total Fees: \$1,672.50

- WilmerHale attended court hearings related to approval of interim fee applications.

(v) **Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel (D101)**

Total Hours: 24.70

Total Fees: \$18,717.50

- WilmerHale researched, drafted memoranda, and discussed internally and with Kramer Levin and other Committee professionals issues relating to the Plan; Liquidating Trust issues and FIRREA issues.

VI. ALLOWANCE OF COMPENSATION

24. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Interim Compensation Order and the Confirmation Order.

25. With respect to the level of compensation, 11 U.S.C. § 330(a)(l) provides, in pertinent part, that the Court may award to a professional person “reasonable compensation for actual, necessary services rendered” Section 330(a)(3)(A) provides that

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the

nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

26. The total time spent by WilmerHale attorneys and paraprofessionals during the Application Period was **1,059.10** hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

WilmerHale was retained to advise the Committee on complex regulatory and governmental issues. The nature of those issues and WilmerHale's role in advising on them often required participation by senior attorneys with relevant expertise. For the bulk of its work on this case, WilmerHale was called upon to offer strategic advice on issues that required specialized expertise and experience with government agencies and this work could not have been performed by more junior attorneys. As shown by this Application and supporting documents, WilmerHale spent its time economically and without unnecessary duplication of time.

Specifically, WilmerHale worked closely with attorneys at Kramer Levin to cross-staff matters

and perform certain tasks, often teaming a WilmerHale partner with a more junior attorney at Kramer Levin. This allowed WilmerHale to benefit from Kramer Levin's familiarity with the Debtors' cases as lead counsel, rather than have additional WilmerHale attorneys expend time to acquire the familiarity necessary to perform those tasks.

27. The fees charged by WilmerHale in these cases are billed in accordance with its agreed-upon billing rates and procedures in effect during the Application Period. The rates WilmerHale charged for the services provided to the Committee by its professionals and paraprofessionals during these chapter 11 cases are the same rates WilmerHale would have charged for the same services if rendered outside the bankruptcy context. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in a competitive national legal market without regard to whether or not the services are rendered in bankruptcy.

28. The professional services rendered by WilmerHale required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch. The professional services have, therefore, required WilmerHale to expend substantial time and effort. It is respectfully submitted that the services rendered to the Committee were necessary and beneficial to the administration of the chapter 11 cases, and were performed efficiently, effectively and economically. The results obtained in this case have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

29. Most of the services performed by partners, counsel and associates at WilmerHale were rendered by WilmerHale's bankruptcy and financial restructuring group. WilmerHale has a prominent practice in this area and has represented various debtors and creditors committees.

Due to the facts and circumstances of the Debtors' chapter 11 cases, attorneys from WilmerHale's regulatory and government affairs and securities practice groups have also been involved with WilmerHale's representation of the Committee. WilmerHale brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors, the Committee and all stakeholders.

30. During the Application Period, WilmerHale requested payment of **\$884,496.53** in fees and expenses. This amount reflects **\$67,692.50** in voluntary pre-filing reductions. Pursuant to the First Fee Order and the Second Fee Order, WilmerHale's fees and expenses were reduced to **\$836,475.03**. WilmerHale has further reduced the amount of fees and expenses requested to **\$835,465.08**, which is the Application Amount. WilmerHale has received payment of **\$740,347.83** in fees and expenses requested during the Application Period pursuant to the Interim Compensation Order, the First Fee Order, and the Second Fee Order. As described herein, there remains an Unpaid Amount of **\$95,117.25** (after additional reductions). WilmerHale requests final allowance and approval of the Application Amount, including the Unpaid Amount.

31. The Application Amount includes **\$3,713.58** in actual out-of-pocket expenses incurred by WilmerHale in connection with the professional services rendered to the Committee, and for which WilmerHale requests final allowance and approval for reimbursement. The disbursements and expenses have been incurred in accordance with WilmerHale's normal practice of charging clients for expenses clearly related to and required by particular matters.

32. For the purpose of setting billing rates, WilmerHale does not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, because the

needs of each client for such services differ. Instead, to the extent such expenses are incurred, WilmerHale itemizes the related charges. WilmerHale believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, WilmerHale charges \$0.10 per page for internal duplicating. WilmerHale has made every effort to minimize its expenses in these cases. The actual expenses incurred in providing professional services to the Committee were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Committee.

33. In summary, the services rendered by WilmerHale were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, WilmerHale respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

34. No prior application has been made in this Court or in any other court for the relief requested herein for the Application Period.

WHEREFORE, WilmerHale respectfully requests that this Court enter an order:

(a) approving the allowance of **\$831,751.50** for compensation for professional services rendered to the Committee during the period from December 12, 2012 through and including December 17, 2013;

(b) approving the reimbursement of WilmerHale's out-of-pocket expenses incurred in connection with the rendering of such services during the period December 12, 2012 through and including December 17, 2013 in the amount of **\$3,713.58**;

(c) authorizing and directing the Debtors to pay the fees and expenses awarded, including without limitation the Unpaid Amount; and

(d) granting to WilmerHale such other and further relief as this Court may
deem just and proper.

Dated: New York, New York
March 3, 2014

**WILMER CUTLER PICKERING
HALE AND DORR LLP**

/s/ William J. Perlstein
William J. Perlstein
7 World Trade Center
250 Greenwich Street
New York, NY 10007
Tel: (212) 230-8800
Fax: (212) 230-8888

*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

EXHIBIT A

Certification

William J. Perlstein
WILMER CUTLER PICKERING HALE AND DORR LLP
7 World Trade Center
250 Greenwich Street
New York, NY 10007
Tel: (212) 230-8800
Fax: (212) 230-8888

*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

-----	X
	:
In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
-----	X

**CERTIFICATION IN RESPECT OF THIRD INTERIM AND FINAL FEE
APPLICATION OF WILMER CUTLER PICKERING HALE AND DORR LLP, AS
SPECIAL COUNSEL FOR CERTAIN REGULATORY MATTERS TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET
AL. FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM DECEMBER 12, 2012 THROUGH DECEMBER 17, 2013**

I, William J. Perlstein, hereby certify that:

1. I am a partner with the applicant firm, Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), with responsibility for WilmerHale’s representation as special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases of Residential Capital, LLC, *et al.* (the “Debtors”). I submit this certification (“Certification”) pursuant to the terms of 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy

Cases effective as of February 5, 2013, together with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”).

2. This Certification relates to WilmerHale’s Third Interim and Final Application, dated March 3, 2014 (the “Application”), for compensation and reimbursement of expenses for the period commencing December 12, 2012 through and including December 17, 2013 in accordance with the Local Guidelines.

3. With respect to section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines and UST Guidelines;
- c. except to the extent that fees or disbursements are prohibited by the Local Guidelines or the UST Guidelines, the fees and expense reimbursements sought are billed at rates customarily employed by WilmerHale in bankruptcy matters of this type and generally accepted by WilmerHale’s clients in such matters; and
- d. in providing a reimbursable service, WilmerHale does not make a profit on that service, whether the service is performed by WilmerHale in-house or through a third party.

4. With respect to section B.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, WilmerHale has complied with the provision

requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of WilmerHale's fees and disbursements accrued during the previous month.

5. With respect to section B.3 of the Local Guidelines, I certify that counsel for the Debtors, the United States Trustee and the chairs of the Committee are each being provided with a copy of this Application concurrently with the filing thereof and will have at least 14 days to review such Application before the hearing date set by the Court or any objection deadline with respect thereto.

Dated: March 3, 2014
New York, New York

/s/ William J. Perlstein
William J. Perlstein
WILMER CUTLER PICKERING
HALE and DORR LLP
7 World Trade Center
250 Greenwich Street
New York, NY 10007
Tel: (212) 230-8800
Fax: (212) 230-8888

EXHIBIT B

Application - Expenses

EXPENSES

WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – DECEMBER 17, 2013)

Description	Total
COURIER SERVICES	738.20
FEDERAL EXPRESS	119.28
PHOTOCOPY (COLOR)	8.40
PHOTOCOPY	24.30
COMPUTERIZED RESEARCH	2,673.40
TRANSCRIPT	150.00
Total Expenses:	\$3,713.58

EXHIBIT C

Application – Summary by Project Category

SUMMARY BY PROJECT CATEGORY

WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – DECEMBER 17, 2013)

Task	Description	Hours	Value
B150	Meetings of and Communications with Creditors	200.40	215,074.50
B160	Fee/Employment Applications	174.20	88,692.50
	LESS COURT-ORDERED REDUCTIONS TO FIRST INTERIM FEE APPLICATION		-42,037.50
B320	Plan and Disclosure Statement (including Business Plan)	80.70	85,849.00
C100	Court Hearings	19.10	19,646.50
D100	Meetings with Governmental and Regulatory Entities	7.50	6,922.50
D101	Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel	577.20	464,222.00
Total Legal Services:		1,059.10	\$838,369.50
Less Additional Reductions Agreed to with US Trustee for Second Interim Fee Application:			(\$5,984.00)
Less Additional Voluntary Reductions to Third Interim Fee Application:			(\$634.00)
TOTAL:			\$831,751.50

EXHIBIT D

Monthly Fee Statements

Ninth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	10/16/13
Invoice No.	2257479
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through September 30, 2013 in
connection with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 32,782.00
Total Disbursements	<u>735.60</u>
Total Amount Due	<u>\$ 33,517.60</u>

Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
09/12/13	Perlstein, William	4.00	4,460.00	PARTICIPATE IN FULL COMMITTEE CONFERENCE CALL RE PLAN CONFIRMATION, JSN STRATEGY
09/25/13	Perlstein, William	1.20	1,338.00	PARTICIPATE IN COMMITTEE CONFERENCE CALL RE JSN AND OTHER CONFIRMATION ISSUES
		5.20	5,798.00	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
09/12/13	Luongo, Louise A.	0.40	136.00	REVIEW AND UPDATE EIGHTH MONTHLY FEE STATEMENT
09/18/13	Loveland, Benjamin	0.30	205.50	EMAILS WITH MR. PERLSTEIN AND MS. RINGER REGARDING PROPOSED ORDER GRANTING FIRST INTERIM FEE APPLICATION
09/20/13	Loveland, Benjamin	0.20	137.00	REVIEW AND REVISE EIGHTH MONTHLY FEE STATEMENT
09/20/13	Loveland, Benjamin	0.20	137.00	EMAILS WITH MS. LUONGO AND MR. PERLSTEIN REGARDING EIGHTH MONTHLY FEE STATEMENT
09/20/13	Luongo, Louise A.	0.70	238.00	FINALIZE EIGHTH MONTHLY FEE STATEMENT (.3); PREPARE LETTER TO MORRISON & FOERSTER IN CONNECTION WITH SERVICE OF EIGHTH MONTHLY FEE STATEMENT, INCLUDING UPDATING SUMMARY CHARTS (.4)
09/25/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN REGARDING MONTHLY FEE STATEMENT
09/25/13	Luongo, Louise A.	0.40	136.00	FINALIZE AND E-MAIL EIGHTH MONTHLY FEE STATEMENT TO MS. THOMPSON FOR SERVICE

Date	Timekeeper	Hours	Value	Description
09/25/13	Thompson, Yolande	0.30	105.00	COORDINATE SERVICE OF COVER LETTER AND EIGHTH MONTHLY FEE STATEMENT VIA HAND DELIVERY AND FEDEX TO NOTICE PARTIES
		2.60	1,163.00	

C100 - COURT HEARINGS

09/11/13	Perlstein, William	1.50	1,672.50	ATTEND FEE APPLICATION HEARING
		1.50	1,672.50	

D101 - RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

09/03/13	Perlstein, William	0.20	223.00	REVIEW WEEKLY SCRA REPORT
09/05/13	Perlstein, William	0.80	892.00	BEGIN REVIEW OF LIQUIDATING TRUST AGREEMENT
09/06/13	Perlstein, William	1.00	1,115.00	CONTINUE REVIEW OF DRAFT LIQUIDATING TRUST AGREEMENT
09/09/13	Perlstein, William	3.00	3,345.00	REVIEW, COMMENT ON AND EDIT DRAFT LIQUIDATING TRUST AGREEMENT
09/16/13	Perlstein, William	0.90	1,003.50	TELECONFERENCE WITH MOFO, MS. SHARRET, DEBTORS, BRADLEY ARANT BOULT CUMMINGS RE DOJ AGREEMENT (.5); EDIT MEETING SUMMARY RE DOJ CALL (.4)
09/17/13	Perlstein, William	4.00	4,460.00	REVIEW LIQUIDATING TRUST AGREEMENT AND DELAWARE TRUST LAW FOR ADDITIONAL EDITS TO LIQUIDATING TRUST AGREEMENT (2.0); TELECONFERENCE WITH MR. DIENSTAG, MR. ZIDE, MR. MANNAL, MS. RINGER (ALL KRAMER LEVIN) RE LIQUIDATING TRUST AGREEMENT EDITS (2.0)

B320

B320

B320

B320

B320

B320

Date	Timekeeper	Hours	Value	Description
09/18/13	Perlstein, William	0.50	557.50	REVIEW DOJ/AG AGREEMENT AND COURT DOCKET, DRAFT AND SEND EMAIL TO KRAMER LEVIN RE CONTINUING OBLIGATIONS
09/19/13	Perlstein, William	0.30	334.50	EMAILS WITH MR. MANNAL RE SCRA ADMINISTRATIVE ACTIONS
09/20/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. DUBEL AND MR. BRODSKY RE DOJ/AG ISSUES
09/26/13	Loveland, Benjamin	0.20	137.00	TELECONFERENCE WITH MR. PERLSTEIN REGARDING FIRREA ISSUES
09/26/13	Loveland, Benjamin	0.60	411.00	PRELIMINARY RESEARCH REGARDING FIRREA ISSUES
09/26/13	Perlstein, William	3.80	4,237.00	READ AND ANALYZE MATERIALS FROM MOFO RE FIRREA CLAIM (2.2); TELECONFERENCE WITH MR. MANNAL RE FIRREA CLAIM (0.4); TELECONFERENCE WITH MR. LEE, MR. FONS (MOFO), AND MR. MANNAL RE FIRREA CLAIM (0.5); TELECONFERENCE WITH MR. LOVELAND RE FIRREA RESEARCH FOLLOWING MOFO CALL (0.2); REVIEW BNY MELLON ESCROW DRAFT FROM KRAMER AND EMAIL MR. MANNAL RE SAME (0.5)
09/27/13	Loveland, Benjamin	2.10	1,438.50	RESEARCH FIRREA CLAIM ISSUES
09/29/13	Loveland, Benjamin	1.00	685.00	FURTHER RESEARCH AND ANALYSIS REGARDING FIRREA CLAIM ISSUES
09/30/13	Loveland, Benjamin	7.10	4,863.50	FURTHER RESEARCH AND ANALYSIS REGARDING FIRREA CLAIM ISSUES
		25.90	24,148.50	

Total

35.20

B320

B320

B320

B320

Date	Cost	Description
09/16/13	7.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	7.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	7.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	7.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	7.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	9.56	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	12.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
09/16/13	14.93	COURIER SERVICES: URBAN EXPRESS; INV: 480485 (July 31 2013); MESSENGER SERVICE - Y. THOMPSON
	126.94	
08/28/13	9.66	FEDERAL EXPRESS INV#238962920 796563858799 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA
	9.66	
09/17/13	33.00	COMPUTERIZED RESEARCH WESTLAW - DC - PERLSTEIN, WILLIAM (9/17/2013)
09/27/13	89.00	COMPUTERIZED RESEARCH WESTLAW - BOS - LOVELAND, BENJAMIN W (9/27/2013)
09/30/13	477.00	COMPUTERIZED RESEARCH WESTLAW - BOS - LOVELAND, BENJAMIN W (9/30/2013)
	599.00	
Total	\$ 735.60	

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	21.60	1,115.00	24,084.00
Loveland, Benjamin	Sr. Associate	11.80	685.00	8,083.00
Thompson, Yolande	Paralegal	0.30	350.00	105.00
Luongo, Louise A.	Paralegal	1.50	340.00	510.00
Total Legal Services		35.20		\$32,782.00

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	5.20	1,115.00	5,798.00
Total B150 Meetings of and Communications with Creditors		5.20	5,798.00

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Luongo, Louise A.	1.50	340.00	510.00
Loveland, Benjamin	0.80	685.00	548.00
Thompson, Yolande	0.30	350.00	105.00
Total B160 Fee/Employment Applications		2.60	1,163.00

C100 Court Hearings

Timekeeper	Hours	Rate	Total
Perlstein, William	1.50	1,115.00	1,672.50
Total C100 Court Hearings		1.50	1,672.50

D101 Research and Other Legal Services

Timekeeper	Hours	Rate	Total
Perlstein, William	14.90	1,115.00	16,613.50
Loveland, Benjamin	11.00	685.00	7,535.00
Total D101 Research and Other Legal Services		25.90	24,148.50

DISBURSEMENTS

Description	Total
COURIER SERVICES	126.94
FEDERAL EXPRESS	9.66
COMPUTERIZED RESEARCH	599.00
Total Disbursements:	\$735.60



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	11/20/13
Invoice No.	2261793
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through October 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 47,427.50
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Total Disbursements	<u>226.11</u>
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Total Amount Due	<u>\$ 47,653.61</u>
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Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
10/02/13	Perlstein, William	4.30	4,794.50	ATTEND ALL DAY COMMITTEE MEETING RE DEBTORS' RESULTS, PLAN CONFIRMATION ISSUES, LIQUIDATING TRUST ISSUES, CLAIM STATUS
10/09/13	Perlstein, William	1.30	1,449.50	REVIEW AND PRESENT MATERIALS TO FULL CREDITORS COMMITTEE AT MEETING RE DOJ/AG AGREEMENT OBLIGATIONS
10/17/13	Perlstein, William	1.50	1,672.50	PARTICIPATE IN FULL COMMITTEE TELECONFERENCE RE JSN TRIAL, PLAN ISSUES
10/24/13	Perlstein, William	1.50	1,672.50	PARTICIPATE IN FULL COMMITTEE TELECONFERENCE RE JSN LITIGATION, PLAN ISSUES
		8.60	9,589.00	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
10/11/13	Thompson, Yolande	0.60	210.00	PREPARE NINTH MONTHLY FEE STATEMENT
10/14/13	Thompson, Yolande	0.50	175.00	REVIEW AND UPDATE NINTH MONTHLY FEE STATEMENT; E-MAIL SAME TO MR. LOVELAND
10/15/13	Loveland, Benjamin	0.20	137.00	REVIEW FEE STATEMENT PREPARED BY MS. THOMPSON
10/15/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING MONTHLY FEE STATEMENT
10/15/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN REGARDING MONTHLY FEE STATEMENT
10/15/13	Loveland, Benjamin	0.20	137.00	REVISE MONTHLY FEE STATEMENT

10/15/13	Thompson, Yolande	0.30	105.00	E-MAILS WITH MR. LOVELAND RE FEE STATEMENT (0.1); ATTENTION TO MR. LOVELAND'S EDITS TO MONTHLY FEE STATEMENT (0.2)
10/16/13	Loveland, Benjamin	0.30	205.50	REVISE MONTHLY FEE STATEMENT PER MR. PERLSTEIN'S COMMENTS
10/16/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN REGARDING MONTHLY FEE STATEMENT
10/16/13	Thompson, Yolande	1.20	420.00	E-MAILS WITH MR. LOVELAND RE ADDITIONAL EDITS TO NINTH MONTHLY FEE STATEMENT (0.1); ATTENTION TO ADDITIONAL EDITS TO MONTHLY FEE STATEMENT (0.3); PREPARE LETTER TO MORRISON & FOERSTER AND UPDATE RELATED SUMMARY CHARTS (0.4); E-MAILS WITH MR. LOVELAND RE SERVING SIGNED LETTER AND FEE STATEMENT (0.1); SERVE LETTER AND FEE STATEMENT UPON NOTICE PARTIES VIA FEDEX AND MESSENGER SERVICE (0.3)
10/23/13	Loveland, Benjamin	0.20	137.00	EMAILS WITH MS. RINGER AND MS. THOMPSON REGARDING INTERIM FEE APPLICATION
10/23/13	Thompson, Yolande	0.10	35.00	E-MAILS WITH MR. LOVELAND RE PREPARING SECOND INTERIM FEE APPLICATION
10/25/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. RINGER AND MR. PERLSTEIN REGARDING SECOND INTERIM FEE APPLICATION
10/25/13	Thompson, Yolande	0.40	140.00	REVIEW E-MAIL FROM MR. LOVELAND RE PREPARING

				INTERIM FEE APPLICATION; PREPARE DRAFT FEE APPLICATION
10/28/13	Thompson, Yolande	1.40	490.00	CONTINUE PREPARING SECOND INTERIM FEE APPLICATION
10/29/13	Thompson, Yolande	1.50	525.00	CONTINUE PREPARING SECOND INTERIM FEE APPLICATION
10/30/13	Thompson, Yolande	1.40	490.00	CONTINUE PREPARING SECOND INTERIM FEE APPLICATION
10/31/13	Thompson, Yolande	1.30	455.00	CONTINUE PREPARING SECOND INTERIM FEE APPLICATION
		10.00	3,935.50	

**D101 – RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN
ITS ROLE AS SPECIAL COUNSEL**

10/01/13	Loveland, Benjamin	2.50	1,712.50	DRAFT AND REVISE MEMO TO MR. PERLSTEIN REGARDING FIRREA ISSUES
10/01/13	Loveland, Benjamin	2.40	1,644.00	FOLLOW UP RESEARCH REGARDING FIRREA ISSUES
10/01/13	Luongo, Louise A.	0.60	204.00	CONFER WITH MR. LOVELAND RE PULLING CERTAIN CITED CASES (.1); OBTAIN COPIES OF CASES IN CONNECTION WITH FIRREA CLAIMS RESEARCH (.4); EMAIL CASES TO MR. LOVELAND (.1)
10/01/13	Perlstein, William	0.90	1,003.50	REVIEW AND COMMENT ON FIRREA RESEARCH (.6); REVIEW FOLLOW-UP FIRREA RESEARCH TO PREPARE FOR COMMITTEE MEETING (.3)
10/02/13	Loveland, Benjamin	0.90	616.50	NUMEROUS EMAILS WITH MR. PERLSTEIN REGARDING FIRREA ISSUES

10/02/13	Perlstein, William	0.30	334.50	REVIEW FIRREA ISSUES BEFORE COMMITTEE MEETING
10/03/13	Perlstein, William	0.40	446.00	INITIAL REVIEW OF DEBTORS MEMO RE DOJ/AG AGREEMENT OBLIGATIONS
10/04/13	Perlstein, William	2.80	3,122.00	REVIEW DEBTORS MEMO RE DOJ/AG AGREEMENT (.3); PREP FOR TELECONFERENCE WITH DEBTORS (.2); TELECONFERENCE WITH MR. MANNAL, MS. SHARRET AND ALIX RE DOJ/AG AGREEMENT OBLIGATIONS (.5); TELECONFERENCE WITH MR. MANNAL, MS. SHARRET, BRADLEY ARANT BOULT CUMMINGS AND DEBTORS RE DOJ/AG AGREEMENT OBLIGATIONS (1.0); FOLLOW- UP TELECONFERENCE WITH MR. MANNAL RE DOJ/AG (.4); TELECONFERENCE WITH MS. SHARRET RE DOJ/AG AGREEMENT OBLIGATIONS (.4)
10/06/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MR. MANNAL, MS. SHARRET AND ALIX RE DOJ/AG AGREEMENT OBLIGATIONS
10/07/13	Perlstein, William	2.30	2,564.50	TELECONFERENCE WITH MR. MANNAL, MS. SHARRET, DEBTORS, MOFO AND MR. MADDOX RE DOJ/AG OBLIGATIONS (1.3); REVIEW ALIX DOJ/AG POWERPOINT AND DEBTORS DRAFT RE DOJ/AG (.5); TELECONFERENCE WITH MR. BRODSKY, MR. MANNAL, MS. SHARRET, MR. ECKSTEIN AND ALIX RE DOJ/AG (.5)
10/08/13	Loveland, Benjamin	1.40	959.00	RESEARCH REGARDING ENFORCEMENT ACTION AGAINST WELLS FARGO FOR

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				VIOLATION OF NATIONAL MORTGAGE SETTLEMENT
10/08/13	Perlstein, William	2.40	2,676.00	REVIEW DOJ/AG AGREEMENT AND EXHIBITS RE ONGOING OBLIGATIONS (.7); DRAFT EMAIL RE POTENTIAL LIABILITIES (.2); TELECONFERENCE WITH MS. SHARRET RE DOJ/AG AGREEMENT PROCEDURES (.3); REVIEW NYAG ACTION VS. WELLS FARGO UNDER DOJ/AG AGREEMENT (.5); EDIT DOJ/AG ISSUES SUMMARY MEMO FROM MS. SHARRET (.4); EMAILS WITH MOFO RE ONGOING FEDERAL MATTERS (.3)
10/10/13	Perlstein, William	1.30	1,449.50	PREP CALL WITH MR. MANNAL, MS. SHARRET (KRAMER) RE DOJ/AG ISSUES (.3); TELECONFERENCE WITH KRAMER AND MOFO RE DOJ/AG AGREEMENT ISSUES (.7); TELECONFERENCE WITH MR. BESSONETTE RE LIQUIDATING TRUST ISSUES (.3)
10/11/13	Perlstein, William	1.10	1,226.50	TELECONFERENCE WITH MR. BESSONETTE (KRAMER) AND MOFO RE LIQUIDATING TRUST ISSUE (.3); TELECONFERENCE WITH KRAMER, MOFO, KIRKLAND AND ALLY RE PLAN RELEASE ISSUE (.8)
10/14/13	Perlstein, William	0.20	223.00	EDIT SHARRET MEMO RE DOJ ISSUES
10/17/13	Perlstein, William	1.60	1,784.00	TELECONFERENCE WITH MS. SHARRET (KRAMER) RE DOJ RELEASE (.2); TELECONFERENCE WITH MS. SHARRET RE DOJ RELEASE OPTIONS (.3); TELECONFERENCE WITH

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				DEBTORS, MOFO, MR. MANNAL AND MS. SHARRET RE DOJ RELEASE OPTIONS (.8); FOLLOW-UP CALL WITH MR. MANNAL RE DOJ RELEASE (.3)	
10/20/13	Perlstein, William	0.40	446.00	REVIEW OCWEN MATERIALS RE PLAN AND EMAIL WITH KRAMER RE OCWEN ISSUES	B320
10/21/13	Perlstein, William	0.60	669.00	EDIT SHARRET EMAIL RE OCWEN ISSUE (.3); TELECONFERENCE WITH MR. MANNAL RE DOJ CLAIM (.3)	B320
10/22/13	Perlstein, William	3.30	3,679.50	REVIEW PROPOSED DOJ RELEASE LANGUAGE (.4); REVIEW WEEKLY SCRA CHART (.2); TELECONFERENCE WITH MR. CUNNINGHAM, MS. HAMZEHPUR, MS. SHARRET AND MR. SAVAGE RE SCRA REVIEW (.8); FOLLOW-UP CALL WITH MS. SHARRET RE RESERVE(.2); TELECONFERENCE WITH MS. SHARRET RE DOJ ISSUES (.2); TELECONFERENCE WITH MR. CUNNINGHAM, MS. HAMZEHPUR, MOFO AND MS. SHARRET RE DOJ ISSUES (1.5)	B320
10/23/13	Perlstein, William	3.80	4,237.00	REVIEW AND REVISE DRAFT SPREADSHEET FOR DOJ MEETING (.4); RESEARCH FIRREA CLAIMS AND REVIEW RECENT CASES (.8); REVIEW GOVERNMENTAL OBJECTIONS TO PLAN (.5); ATTEND PREP AND MEETING WITH MR. MANNAL, MR. MARINUZZI, MS. BARRAGE AND MS. SHARRET RE DOJ (.8); MEET WITH MS. J. VARGAS (DOJ), MR. MANNAL, MR. MARINUZZI, MS. SHARRET AND MR. SAVAGE RE DOJ/AG ISSUES (1.3)	B320

10/24/13	Perlstein, William	0.30	334.50	EMAILS WITH MR. MANNAL AND MOFO RE DOJ ISSUES	B320
10/25/13	Perlstein, William	0.30	334.50	TELECONFERENCE WITH MR. MANNAL RE DOJ RELEASE STATUS	B320
10/27/13	Perlstein, William	0.30	334.50	REVIEW DRAFT LANGUAGE RE DOJ RELEASE	B320
10/28/13	Perlstein, William	0.60	669.00	REVIEW MS. SHARRET'S EMAIL RE GOVERNMENT RELEASE, REVIEW DOJ/AG AGREEMENT AND RESPOND (.3); REVIEW RESPONSE FROM STATE AGS, REVIEW DOJ/AG AGREEMENT RE RELEASE LANGUAGE (.3)	B320
10/30/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH DEBTORS' COUNSEL, MS. SHARRET, MR. MANNAL AND DOJ RE DOJ RELEASE ISSUES	B320
10/31/13	Perlstein, William	1.20	1,338.00	TELECONFERENCE WITH DEBTORS, MS. SHARRET, MR. MANNAL AND DOJ RE DOJ RELEASE ISSUES (.8); DRAFT MEMO FOR COMMITTEE RE EXCULPATION ISSUES (.4)	B320
		33.60	33,903.00		

Total 52.20

Date	Cost	Description
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - Y. THOMPSON
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - Y. THOMPSON
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - Y. THOMPSON
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - Y. THOMPSON
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - Y. THOMPSON
10/09/13	7.56	URBAN EXPRESS; INV: 483575(Aug 31 2013); MESSENGER SERVICE - RICHARD CIERI
	45.36	
09/25/13	9.75	FEDERAL EXPRESS INV#241870872 796768485424 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA
	9.75	
10/01/13	124.00	COMPUTERIZED RESEARCH WESTLAW - BOS - LOVELAND, BENJAMIN W (10/1/2013)
10/23/13	47.00	COMPUTERIZED RESEARCH WESTLAW - DC - PERLSTEIN, WILLIAM (10/23/2013)
	171.00	

Total \$ 226.11

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	34.40	1,115.00	38,356.00
Loveland, Benjamin	Sr. Associate	8.50	685.00	5,822.50
Thompson, Yolande	Paralegal	8.70	350.00	3,045.00
Luongo, Louise A.	Paralegal	0.60	340.00	204.00
Total Legal Services		52.20		\$47,427.50

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	8.60	1,115.00	9,589.00
Total B150 Meetings of and Communications with Creditors		8.60	9,589.00

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Loveland, Benjamin	1.30	685.00	890.50
Thompson, Yolande	8.70	350.00	3,045.00
Total B160 Fee/Employment Applications		10.00	3,935.50

D101 Research and Other Legal Services by WilmerHale in its Role as Special Counsel

Timekeeper	Hours	Rate	Total
Loveland, Benjamin	7.20	685.00	4,932.00
Luongo, Louise A.	0.60	340.00	204.00
Perlstein, William	25.80	1,115.00	28,767.00
Total D101 Research and Other Legal Services by WilmerHale in its Role as Special Counsel		33.60	33,903.00

DISBURSEMENTS

Description	Total
COURIER SERVICES	45.36
FEDERAL EXPRESS	9.75
COMPUTERIZED RESEARCH	171.00
Total Disbursements:	\$226.11

Eleventh Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	12/19/13
Invoice No.	2265083
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through November 30, 2013 in
connection with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 33,851.00
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Total Disbursements	<u>55.28</u>
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Total Amount Due	<u>\$ 33,906.28</u>
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Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
11/01/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH DEBTORS, COMMITTEE, AND AFI RE DOJ RELEASE ISSUES
11/03/13	Perlstein, William	1.20	1,338.00	REVIEW DRAFTS RE DOJ RELEASE (0.6); TELECONFERENCE WITH DEBTORS AND COMMITTEE RE RELEASE LANGUAGE (0.6)
11/07/13	Perlstein, William	2.80	3,122.00	ATTEND FULL COMMITTEE MEETING BY TELECONFERENCE RE DEBTOR FINANCIAL PRESENTATION, STATUS JSN TRIAL AND PLAN CONFIRMATION ISSUES
11/21/13	Perlstein, William	1.00	1,115.00	PARTICIPATE IN FULL COMMITTEE TELECONFERENCE RE CONFIRMATION ISSUES
11/26/13	Perlstein, William	1.50	1,672.50	PARTICIPATE IN FULL COMMITTEE TELECONFERENCE RE CONFIRMATION HEARING STATUS AND JSN ISSUES
11/27/13	Perlstein, William	0.70	780.50	PARTICIPATE IN FULL COMMITTEE TELECONFERENCE RE JSN SETTLEMENT
		7.90	8,808.50	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
11/01/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING SECOND INTERIM FEE APPLICATION
11/06/13	Loveland, Benjamin	1.60	1,096.00	REVIEW AND REVISE SECOND INTERIM FEE APPLICATION
11/07/13	Loveland, Benjamin	0.50	342.50	COMPLETE DRAFT SECOND INTERIM FEE APPLICATION
11/12/13	Thompson, Yolande	0.60	210.00	REVIEW AND UPDATE TENTH MONTHLY FEE STATEMENT

Date	Timekeeper	Hours	Value	Description
11/14/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN REGARDING SECOND INTERIM FEE APPLICATION
11/14/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING SECOND INTERIM FEE APPLICATION
11/14/13	Thompson, Yolande	0.50	175.00	E-MAILS WITH MR. LOVELAND RE UPDATING INTERIM FEE APPLICATION TO INCLUDE MR. PERLSTEIN'S EDITS (0.1); REVISE FEE APPLICATION PER MR. PERLSTEIN'S COMMENTS (0.4)
11/18/13	Loveland, Benjamin	0.20	137.00	REVISE SECOND INTERIM FEE APPLICATION
11/18/13	Loveland, Benjamin	0.20	137.00	REVIEW AND REVISE DRAFT TENTH MONTHLY FEE STATEMENT
11/18/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN AND MS. RINGER REGARDING SECOND INTERIM FEE APPLICATION
11/19/13	Loveland, Benjamin	0.20	137.00	EMAILS WITH MS. THOMPSON REGARDING MONTHLY FEE STATEMENT
11/19/13	Thompson, Yolande	0.40	140.00	E-MAILS WITH MR. LOVELAND RE EDITS TO TENTH MONTHLY FEE STATEMENT (0.2); REVIEW COMMENTS FROM MR. LOVELAND AND EDIT FEE STATEMENT ACCORDINGLY (0.2)
11/26/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MR. PERLSTEIN REGARDING TENTH MONTHLY FEE STATEMENT
11/26/13	Loveland, Benjamin	0.10	68.50	REVIEW TRANSMITTAL LETTER FOR TENTH MONTHLY FEE STATEMENT
11/26/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING SERVICE OF TENTH MONTHLY FEE STATEMENT
		4.90	2,854.00	

Date	Timekeeper	Hours	Value	Description
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)				
11/04/13	Perlstein, William	0.40	446.00	REVIEW DOJ RELEASE DRAFTS, EMAIL KRAMER RE ISSUES
11/05/13	Perlstein, William	4.30	4,794.50	REVIEW COMMITTEE STATUS UPDATE (.3); REVIEW AND EDIT GOVERNMENT CLAIM PROVISIONS AND CONVEY EDITS TO KRAMER (.7); REVIEW DRAFT CONFIRMATION ORDER AND CONVEY ISSUES TO KRAMER (1.5); TELECONFERENCE WITH MS. SHARRET RE DOJ AND AFI ISSUES (.4); REVIEW AFI CHANGES (.3); EMAILS WITH KRAMER RE DOJ ISSUES (.4); REVIEW DOJ/AG AGREEMENT AND EMAIL CHANGES RE LT PROVISIONS (.4); FURTHER EMAIL TO MS. SHARRET RE LT ISSUES (0.3)
11/06/13	Perlstein, William	1.70	1,895.50	TELECONFERENCE WITH MOFO, DEBTORS AND MS. SHARRET RE OPEN DOJ ISSUES (1.0); TELECONFERENCE WITH MS. SHARRET AND MS. BARRAGE RE DOJ ISSUES (0.7)
11/07/13	Perlstein, William	1.20	1,338.00	REVIEW AND EDIT DOJ RELEASE DRAFTS AND TELECONFERENCE WITH MS. SHARRET RE SAME (.7); TELECONFERENCE WITH MS. SHARRET MR. LORENZO AND DOJ RE DOJ RELEASE PROVISIONS (.5)
11/08/13	Perlstein, William	1.50	1,672.50	TELECONFERENCE WITH AFI (SCHROCK), DOJ, MR. MARINUZZI AND MR. MANNAL RE DOJ RELEASE PROVISIONS (.5); EMAILS WITH MR. SCHROCK AND MS. SHARRET RE RELEASE PROVISIONS (.4); TELECONFERENCE WITH MR. MEADE RE TREASURY POSITION (.4); FOLLOW-UP CALL WITH MR. MANNAL RE

Date	Timekeeper	Hours	Value	Description
				SAME (.2)
11/11/13	Perlstein, William	1.40	1,561.00	REVIEW AND EDIT DRAFT BRIEF RE DOJ RELEASE PROVISIONS (.8); TELECONFERENCE WITH MS. SHARRET RE SAME (.2); EDIT LATEST DRAFT DOJ RELEASE PROVISIONS FOR PLAN AND CONFERENCE ORDER (0.3); EMAIL MS. SHARRET RE SAME (0.1)
11/13/13	Perlstein, William	0.70	780.50	REVIEW FINAL DOJ RELEASE LANGUAGE (.4); TELECONFERENCE WITH MS. SHARRET RE RELEASE STATUS (.3)
11/14/13	Perlstein, William	1.60	1,784.00	FOLLOW-UP CALL WITH MS. SHARRET RE SCRA AND LT RESPONSIBILITIES (.2); TELECONFERENCE WITH STATE AG REPS, MS. HAMZEHPUR AND MS. SHARRET RE STATE RELEASE PLAN PROVISION (.5); TELECONFERENCE WITH MS. SHARRET AND MR. DIENSTAG RE LT RESPONSIBILITIES (.4); TELECONFERENCE WITH MS. SHARRET RE DOJ/AG ONGOING RESPONSIBILITIES (.5);
11/14/13	Perlstein, William	1.30	1,449.50	TELECONFERENCE WITH MS. SHARRET, MS. HAMZEHPUR, MR. CUNNINGHAM AND MR. MADDOX RE SCRA REVIEW (.5); TELECONFERENCE WITH MS. SHARRET AND DEBTORS RE ONGOING STATE LITIGATION (.5); TELECONFERENCE WITH RINGER, ZIDE AND MS. SHARRET RE STATE AG ISSUE (.3)
11/15/13	Perlstein, William	2.60	2,899.00	REVIEW LATEST GOVERNMENTAL CLAIM AND RELEASE PROVISIONS (.3); REVIEW PHASE I COURT OPINION (2.0); REVIEW

Date	Timekeeper	Hours	Value	Description
				ADDITIONAL PLAN CHANGES RE RELEASES (.3)
11/17/13	Perlstein, William	1.10	1,226.50	REVIEW ADDITIONAL MATERIAL RE MASS AG ISSUE (.3); TELECONFERENCE WITH MR. LORENZO, MS. SHARRET, MS. BARRAGE AND DEBTORS RE MASS AG ISSUE (.8)
11/18/13	Perlstein, William	1.50	1,672.50	TELECONFERENCE WITH MS. SHARRET, MR. MARINUZZI, MS. BARRAGE, MS. KAREN CORDRAY (NAAG) AND MASS AG RE MASS CLAIM (.4); SEVERAL CALLS WITH MS. SHARRET (0.3); EDIT LANGUAGE RE MASS CLAIM (.4); EDIT LANGUAGE FOR COMM RE MASS CLAIM (.2); EMAIL TO MR. MANNAL RE MASS CLAIM STATUS (.2)
11/24/13	Perlstein, William	0.30	334.50	REVIEW EMAIL RE CONFIRMATION STATUS
11/26/13	Perlstein, William	0.30	334.50	REVIEW KRAMER LEVIN UPDATE
		19.90	22,188.50	

Total

32.70

Date	Cost	Description
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
11/15/13	7.56	URBAN EXPRESS; INV: 486454(Sep 30 2013); MESSENGER SERVICE - Y. THOMPSON
	45.36	
10/16/13	9.72	FEDERAL EXPRESS INV#244100603 796928038772 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPOUR, ESQ FORT WASHINGTON PA
	9.72	
11/04/13	0.20	PHOTOCOPY - DC - FOR 04-NOV-2013 - 2 PAGE(S) - 00216
	0.20	

Total \$ 55.28

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	27.80	1,115.00	30,997.00
Loveland, Benjamin	Sr. Associate	3.40	685.00	2,329.00
Thompson, Yolande	Paralegal	1.50	350.00	525.00
Total Legal Services		32.70		\$33,851.00

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	7.90	1,115.00	8,808.50
Total B150 Meetings of and Communications with Creditors		7.90	8,808.50

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Loveland, Benjamin	3.40	685.00	2,329.00
Thompson, Yolande	1.50	350.00	525.00
Total B160 Fee/Employment Applications		4.90	2,854.00

B320 Plan and Disclosure Statement (including Business Plan)

Timekeeper	Hours	Rate	Total
Perlstein, William	19.90	1,115.00	22,188.50
Total B320 Plan and Disclosure Statement (including Business Plan)		19.90	22,188.50

DISBURSEMENTS

Description	Total
COURIER SERVICES	45.36
FEDERAL EXPRESS	9.72
PHOTOCOPY	0.20
Total Disbursements:	\$55.28

Twelfth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	01/15/14
Invoice No.	2269734
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through December 31, 2013 in
connection with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 14,826.00
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Total Disbursements	<u>9.68</u>
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Total Amount Due	<u>\$ 14,835.68</u>
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Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
12/02/13	Perlstein, William	0.40	446.00	REVIEW KRAMER LEVIN UPDATE (.2); TELECON WITH MS. SHARRET RE EXCULPATION ISSUES (.2)
12/04/13	Perlstein, William	2.00	2,230.00	PARTICIPATE IN FULL COMMITTEE CONFERENCE CALL RE CONFIRMATION AND POST CONFIRMATION ISSUES
12/11/13	Perlstein, William	2.00	2,230.00	PARTICIPATE IN FULL CREDITORS COMMITTEE TELECONFERENCE RE PLAN EFFECTIVE DATE AND DEBTOR PLAN PROJECTIONS
12/17/13	Perlstein, William	0.70	780.50	FINAL FULL COMMITTEE TELECONFERENCE RE FEE HEARING AND EFFECTIVE DATE NOTICE
		5.10	5,686.50	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
12/04/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING MONTHLY FEE STATEMENT
12/04/13	Loveland, Benjamin	0.20	137.00	REVIEW MONTHLY FEE STATEMENT
12/04/13	Thompson, Yolande	0.70	245.00	REVIEW AND UPDATE ELEVENTH MONTHLY FEE STATEMENT (0.6); E-MAILS WITH MR. LOVELAND RE FEE STATEMENT (0.1)
12/05/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING REVISIONS TO MONTHLY FEE STATEMENT
12/05/13	Thompson, Yolande	0.30	105.00	E-MAILS WITH MR. LOVELAND RE EDITS TO ELEVENTH MONTHLY FEE STATEMENT (0.1); REVIEW MR. LOVELAND'S COMMENTS AND EDIT FEE STATEMENT ACCORDINGLY (0.2)
12/16/13	Loveland, Benjamin	0.30	205.50	REVISE ELEVENTH MONTHLY FEE STATEMENT

Date	Timekeeper	Hours	Value	Description
12/17/13	Loveland, Benjamin	0.10	68.50	EMAILS AND CALL WITH MR. PERLSTEIN REGARDING ELEVENTH MONTHLY FEE STATEMENT
12/18/13	Loveland, Benjamin	0.10	68.50	EMAILS WITH MS. THOMPSON REGARDING REVISIONS TO MONTHLY FEE STATEMENT
12/18/13	Thompson, Yolande	0.30	105.00	E-MAILS WITH MR. LOVELAND RE ADDITIONAL REVISIONS TO FEE STATEMENT (0.1); REVIEW AND EDIT REVISED FEE STATEMENT (0.2)
12/20/13	Thompson, Yolande	0.40	140.00	E-MAILS WITH MR. LOVELAND RE TRANSMITTAL LETTER FOR ELEVENTH MONTHLY FEE STATEMENT (0.1); REVIEW FINAL FEE STATEMENT AND PREPARE LETTER TO MORRISON & FOERSTER (0.3)
12/24/13	Loveland, Benjamin	0.10	68.50	EMAIL TO MR. PERLSTEIN REGARDING MONTHLY FEE STATEMENT
12/26/13	Loveland, Benjamin	0.20	137.00	FACILITATE SERVICE OF MONTHLY FEE STATEMENT
12/27/13	Scherer, Brendan	0.50	115.00	PREPARE AND ORGANIZE MAILINGS FOR MR. LOVELAND
		3.40	1,532.00	

B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)

12/05/13	Perlstein, William	1.80	2,007.00	REVIEW KRAMER EMAILS RE PLAN STATUS (.3); REVIEW FINAL DRAFT CONFIRMATION ORDER AND EMAIL WITH KRAMER (1.5)
12/09/13	Perlstein, William	1.50	1,672.50	EDIT COMMITTEE OBJECTION TO EXAMINER FEES (.4); REVIEW DEBTOR OUTLINE SCRA CLAIMS, RECENT MONITOR REPORTS (.4); TELECONFERENCE WITH MS. SHARRET, MR. MANNAL AND DEBTORS RE STATUS OF GOVERNMENTAL CLAIMS (.5); EMAILS WITH KRAMER LEVIN

Date	Timekeeper	Hours	Value	Description
				RE GOVERNMENTAL CLAIMS (.2)
12/10/13	Perlstein, William	1.00	1,115.00	REVIEW OBJECTION TO EXAMINER FEES (.2); REVIEW MATERIALS RE SIGTARP (.2); PREPARE AND SEND EMAIL TO MR. BRODSKY RE STATUS OF GOVERNMENTAL CLAIMS (.6)
12/11/13	Perlstein, William	0.60	669.00	REVIEW NEW FINANCIAL PROJECTIONS (.4); EMAIL WITH KRAMER LEVIN RE PROJECTIONS (.2)
12/16/13	Perlstein, William	1.00	1,115.00	REVIEW DOJ/AG AGREEMENT RE LOAN MODIFICATION ISSUES (.4); EMAIL SUMMARY TO KRAMER (.3); FOLLOW-UP EMAIL TO MS. SHARRET RE SCRA OBLIGATIONS (.3)
		5.90	6,578.50	

D101 – RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

12/09/13	Blayney, Michael	1.40	1,029.00	RESEARCH RE SIGTARP AUTHORITY (1.3); EMAIL TO MS. HARRIS GUTIERREZ RE SAME (0.1)
		1.40	1,029.00	

Total 15.80

Date	Cost	Description
11/26/13	9.68	FEDERAL EXPRESS INV#248485429 797255795036 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPOUR, ESQ FORT WASHINGTON PA
	9.68	

Total \$ 9.68

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	11.00	1,115.00	12,265.00
Blayney, Michael	Counsel	1.40	735.00	1,029.00
Loveland, Benjamin	Sr. Associate	1.20	685.00	822.00
Thompson, Yolande	Paralegal	1.70	350.00	595.00
Scherer, Brendan	Project Assist.	0.50	230.00	115.00
Total Legal Services		15.80		\$14,826.00

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	5.10	1,115.00	5,686.50
Total B150 Meetings of and Communications with Creditors		5.10	5,686.50

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Loveland, Benjamin	1.20	685.00	822.00
Thompson, Yolande	1.70	350.00	595.00
Scherer, Brendan	0.50	230.00	115.00
Total B160 Fee/Employment Applications		3.40	1,532.00

B320 Plan and Disclosure Statement (including Business Plan)

Timekeeper	Hours	Rate	Total
Perlstein, William	5.90	1,115.00	6,578.50
Total B320 Plan and Disclosure Statement (including Business Plan)		5.90	6,578.50

**D101 Research and Other Legal Services
Provided by WilmerHale in Connection with its
role as Special Counsel**

Timekeeper	Hours	Rate	Total
Blayney, Michael	1.40	735.00	1,029.00
Total D101 Research and Other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel	1.40		1,029.00

DISBURSEMENTS

Description	Total
FEDERAL EXPRESS	9.68
Total Disbursements:	\$9.68